

JUL 21 '10 -3 15 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated July 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to Rider No. 33 which was duly filed with the Surface Transportation Board on October 23, 2008 at 3:23 p.m. with Recordation No. 22658-R.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Rd., Suite 5000
Rosemont, IL 60018

Lessee: Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

The enclosed document is for two hundred (200) 4600/4750 cu. ft. capacity, covered hopper cars having FURX, NDYX, PRAX, RUSX and UMPX marks (see Exhibit A for car numbers) which has been terminated in all respects and is no longer covered under the Lease.

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(INC)033)

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MEMORANDUM OF LEASE TERMINATION - RIDER NO. 33

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of July 15, 2010, is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of May 24, 1999 and Rider No. 33 dated October 10, 2008 (the "Lease"), between Lessor and Interstate Commodities, Inc. (the "Lessee"), a New York corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into those certain Memorandum of Lease dated as of October 10, 2008, evidencing the Lease of Equipment, which was filed with the Surface Transportation Board on October 23, 2008, at 3:23 p.m. as secondary recordation number 22658-R; and

WHEREAS, the Lease between Lessor and Lessee has been terminated.

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. Any security interest of record, created under the Lease, in the Equipment is hereby released.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 20th day of July, 2010 (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. SeymourTitle: Vice President Sales & MarketingSignature: Richard F. Seymour

**EXHIBIT A TO MEMORANDUM OF TERMINATION OF LEASE
RIDER NO. 33**

NUMBER OF CARS: Two hundred (200)

DESCRIPTION OF CARS: 4600-4750 cu. ft. capacity covered hopper cars with trough hatches, gravity outlets and 263-268 GRL

CAR NUMBERS:

FURX	463185	FURX	831003	NDYX	816855	NDYX	820675	NDYX	828175
FURX	463220	FURX	832023	NDYX	816856	NDYX	820951	NDYX	828190
FURX	814216	FURX	832067	NDYX	816859	NDYX	821854	NDYX	828710
FURX	815307	FURX	832094	NDYX	816860	NDYX	821934	NDYX	829779
FURX	815407	FURX	832106	NDYX	816861	NDYX	822045	NDYX	829869
FURX	815416	FURX	832146	NDYX	816863	NDYX	822113	NDYX	830329
FURX	815454	FURX	833316	NDYX	816864	NDYX	822653	NDYX	830334
FURX	816588	NDYX	487048	NDYX	816866	NDYX	822865	NDYX	830607
FURX	816702	NDYX	487049	NDYX	816867	NDYX	822916	NDYX	830608
FURX	816704	NDYX	487055	NDYX	816868	NDYX	823369	NDYX	830738
FURX	816717	NDYX	487057	NDYX	816869	NDYX	823686	NDYX	830831
FURX	816733	NDYX	487060	NDYX	816871	NDYX	823688	NDYX	830904
FURX	818507	NDYX	487066	NDYX	816872	NDYX	823698	NDYX	831034
FURX	818524	NDYX	487072	NDYX	816875	NDYX	823742	NDYX	831151
FURX	818562	NDYX	488362	NDYX	816876	NDYX	823746	NDYX	832095
FURX	818577	NDYX	814223	NDYX	816880	NDYX	823753	NDYX	832365
FURX	818582	NDYX	815259	NDYX	816882	NDYX	823755	NDYX	832396
FURX	818635	NDYX	816402	NDYX	816884	NDYX	823766	NDYX	832435
FURX	818648	NDYX	816800	NDYX	816885	NDYX	823772	NDYX	832520
FURX	818650	NDYX	816803	NDYX	816887	NDYX	823776	NDYX	832538
FURX	818651	NDYX	816805	NDYX	816890	NDYX	823778	NDYX	832541
FURX	818741	NDYX	816807	NDYX	816891	NDYX	823783	NDYX	832634
FURX	823941	NDYX	816809	NDYX	816893	NDYX	823786	NDYX	832681
FURX	824169	NDYX	816811	NDYX	816894	NDYX	823817	NDYX	832693
FURX	824306	NDYX	816812	NDYX	816896	NDYX	823845	NDYX	832705
FURX	824556	NDYX	816818	NDYX	816899	NDYX	823852	NDYX	833106
FURX	824691	NDYX	816821	NDYX	818921	NDYX	823855	NDYX	833107
FURX	824706	NDYX	816825	NDYX	818966	NDYX	823860	NDYX	833120
FURX	827727	NDYX	816826	NDYX	819007	NDYX	823861	NDYX	833143
FURX	828626	NDYX	816831	NDYX	819010	NDYX	823874	NDYX	833144
FURX	828801	NDYX	816832	NDYX	819011	NDYX	823893	NDYX	833151
FURX	828919	NDYX	816835	NDYX	819028	NDYX	823900	NDYX	833154
FURX	829841	NDYX	816837	NDYX	819032	NDYX	823988	NDYX	833157
FURX	829847	NDYX	816841	NDYX	819056	NDYX	824023	NDYX	833185
FURX	829862	NDYX	816844	NDYX	819071	NDYX	824033	PRAX	825968
FURX	830123	NDYX	816846	NDYX	819083	NDYX	824037	RUSX	005478
FURX	830217	NDYX	816847	NDYX	819183	NDYX	824451	RUSX	063183
FURX	830299	NDYX	816850	NDYX	819192	NDYX	824939	UMPX	012176
FURX	830336	NDYX	816851	NDYX	820018	NDYX	825719	UMPX	300145
FURX	830489	NDYX	816854	NDYX	820024	NDYX	826680	UMPX	484506